

EXHIBIT C

JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
Heather Lennox
Ryan T. Routh

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	: Chapter 11
	:
Oldco M Corporation	: Case No. 09-13412 (MG)
(f/k/a Metaldyne Corporation), <i>et al.</i> ,	:
	: (Jointly Administered)
Debtors.	:
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CERTIFICATION OF HEATHER LENNOX

I, Heather Lennox, certify as follows:

1. I am a partner in the law firm of Jones Day. I submit this certification with respect to the supplement (the "Supplement")¹ to the application of Jones Day, counsel to the debtors and debtors in possession in the above-captioned case (collectively, the "Debtors"), for interim and final allowance of compensation for professional services rendered, and reimbursement of actual and necessary expenses incurred, for the period May 27, 2009 through March 30, 2010.

¹ Unless otherwise defined herein, all capitalized terms have the meanings given to them in the Supplement.

2. I make this certification in accordance with Administrative Order M-389, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the United States Bankruptcy Court for the Southern District of New York on November 25, 2009 (the "Local Guidelines").

3. In connection therewith, I hereby certify that:

(a) I have read the Supplement

(b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Supplement fall within the Local Guidelines and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "U.S. Trustee Guidelines"), except as specifically noted and described in this certification or the Application;

(c) except to the extent that fees or disbursements are prohibited by the Local Guidelines or the U.S. Trustee Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Jones Day and generally accepted by Jones Day's clients (subject to certain discounts being afforded to the Debtors);

(d) in providing a reimbursable service for which Jones Day is requesting an expense reimbursement, Jones Day does not make a profit on that service, whether the service is performed by Jones Day in house or through a third party;

(e) on August 26, 2010, the Distribution Trustee was provided with statements of fees and expenses for amounts sought in the Supplement; and

(f) the U.S. Trustee and the Oldco M Distribution Trust were are being provided with a copy of the Supplement at least 14 days before the hearing on the Application.

Dated: September 13, 2010
New York, New York

Respectfully submitted,

/s/ Heather Lennox

Heather Lennox

JONES DAY

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ONE OF THE ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION